

Exhibits
to
Decision and Order
[Public Record Version]

EXHIBIT A

The following assets are not included in the definition of “Conoco Denver Refinery Assets.”

1. cash and cash equivalents;
2. any insurance policies or insurance coverage, except as otherwise agreed between Respondents and the Commission-approved acquirer;
3. all refunds, rebates or similar payments of taxes to the extent such taxes were paid by or on behalf of Conoco prior to the Effective Date of Divestiture of the Colorado Assets;
4. Conoco’s interests in the following crude oil pipelines: Glacier Pipeline, Big Horn Pipeline, Beartooth Pipeline and Little Missouri Pipeline;
5. Conoco’s interests in crude oil storage tanks located at Guernsey, WY, which, subject to the prior approval of the Commission, the acquirer approved by the Commission chooses not to acquire, consistent with the requirements on Paragraph I.Q.1.j.;
6. Conoco’s interests in the following refined products pipelines (and product terminals along these systems): Seminole Pipeline, Pioneer Pipeline, Yellowstone Pipeline and Cheyenne/North Platte Pipeline;
7. Conoco’s terminal located in Grand Junction, CO and all facilities and assets related to its operation;
8. any rail cars owned or used by Respondents;
9. Conoco’s Retail Assets in Colorado and all associated proprietary trademarks, trade names, logos, trade dress, identification signs, additized product inventory and petroleum supply, and any tangible or intangible assets relating solely to the marketing, distribution, or sale of Conoco Branded Fuels;
10. Conoco Existing Supply Agreements;
11. all rights of Conoco to receive product pursuant to any existing exchange agreement (even if the acquirer of the Colorado Assets assumes Conoco’s obligations to supply product from the Denver refinery to a third party under any such agreement);
12. Conoco’s interests in Sentinel Transportation, a joint venture between Conoco and DuPont that provides truck transportation for crude oil and delivery of refined products to Conoco direct-served outlets;
13. any system-wide software, databases, operations centers, know-how, patents, or, intellectual property rights that are not unique to the Conoco Denver Refinery (except to the extent that patents, know-how, or intellectual property are required by this Order to be licensed on a non-exclusive basis);
14. Conoco/Flying J (“CFJ”), a Conoco joint venture with Flying J Inc., including CFJ’s Gasoline Outlets and/or truck stops, and the right to supply refined product to CFJ;
15. Conoco’s proprietary trade names and trademarks;

16. Conoco's interest in Onvance LP;
17. accounts receivable or exchange balances owed to or by Respondents by reason of deliveries made by or to Respondents or on account of the Conoco Denver Refinery Assets prior to the Effective Date of Divestiture of the Conoco Denver Refinery Assets;
18. personnel, employment and other records of Respondents as to their former employees, other than those records necessary for continuing operations;
19. any claims or other rights to receive monies arising prior to or after the Effective Date of Divestiture of the Conoco Denver Refinery Assets that Respondents have or may have that are attributable to its ownership of the Conoco Denver Refinery Assets prior to the Effective Date of Divestiture of the Conoco Denver Refinery Assets;
20. company-wide contracts for goods and services received (except to the extent that any portion of any contract relating to the Conoco Denver Refinery Assets can be assigned to the Commission-approved acquirer);
21. any litigation or rights to make claims against third parties arising prior to or after the Effective Date of Divestiture of the Conoco Denver Refinery Assets that Respondents have or may have which are attributable to its ownership of the Conoco Denver Refinery Assets prior to the Effective Date of Divestiture of the Conoco Denver Refinery Assets;
22. any property owned by third parties located at or used by the Conoco Denver Refinery Assets;
23. Conoco's 6" crude transfer pipeline from the Guernsey crude tank farm to the Platte crude tank farm, from which crude is originated onto the segment of the Platte crude oil pipeline that runs from Guernsey, Wyoming to Wood River, Illinois; and
24. Conoco's 4" crude transfer pipeline from the Guernsey crude tank farm to third party crude oil storage in Ft. Laramie, Wyoming.

CONFIDENTIAL EXHIBIT B

[Redacted From Public Record Version]

EXHIBIT C

The following assets are not included in the definition of “Phillips Spokane Terminal.”

25. cash, cash equivalents, deposits and bank accounts;
26. Phillips’ proprietary trade names, trademarks and identification signs;
27. accounts receivable or exchange balances owed to or by Respondents by reason of deliveries made by or to Respondents prior to the Effective Date of Divestiture of Phillips Spokane Terminal;
28. personnel, employment and other records of Respondents as to their former employees, other than those records necessary for continuing operations;
29. any claims or other rights to receive monies arising prior to or after the Effective Date of Divestiture of Phillips Spokane Terminal that Respondents have or may have that are attributable to their ownership of the Phillips Spokane Terminal prior to the Effective Date of Divestiture of Phillips Spokane Terminal;
30. all insurance policies or insurance coverage, except as otherwise agreed between Respondents and the Commission-approved acquirer;
31. any books and records located at the Phillips Spokane Terminal that Respondents are required by law to retain, provided that Respondents deliver to the acquirer at least one copy thereof;
32. all refunds, rebates or similar payments of taxes to the extent such taxes were paid by or on behalf of Respondents prior to the Effective Date of Divestiture of the Phillips Spokane Terminal;
33. any rail cars owned, leased or used by Respondents;
34. any system-wide software, databases, operations centers, know-how, patents, or intellectual property rights that are not unique to the Phillips Spokane Terminal (except to the extent that patents, know-how, or intellectual property are required by this Order to be licensed on a non-exclusive basis);
35. company-wide contracts for goods and services received (except to the extent that any portion of any contract relating to the Phillips Spokane Terminal can be assigned to the Commission-approved acquirer);
36. any litigation or rights to make claims against third parties arising prior to or after the Effective Date of Divestiture of Phillips Spokane Terminal that Respondents have or may have which are attributable to their ownership of the Phillips Spokane Terminal prior to the Effective Date of Divestiture of Phillips Spokane Terminal; and
37. any property owned by third parties located at or used by the Phillips Spokane Terminal.

EXHIBIT D

The following assets are not included in the definition of “Phillips Woods Cross Refinery Assets.”

38. cash, cash equivalents, deposits and bank accounts;
39. Phillips’ proprietary trade names and trademarks, except as required to be licensed pursuant to this Order;
40. accounts receivable or exchange balances owed to or by Respondents by reason of deliveries made by or to Respondents or on account of the Phillips Woods Cross Refinery Assets prior to the Effective Date of Divestiture of the Phillips Woods Cross Refinery Assets;
41. personnel, employment and other records of Respondents as to their former employees, other than those records necessary for continuing operations;
42. any claims or other rights to receive monies arising prior to or after the Effective Date of Divestiture of the Phillips Woods Cross Refinery Assets that Respondents have or may have that are attributable to its ownership of the Phillips Woods Cross Refinery Assets prior to the Effective Date of Divestiture of the Phillips Woods Cross Refinery Assets;
43. any insurance policies or insurance coverage except as otherwise agreed between Respondents and the Commission-approved acquirer;
44. all refunds, rebates or similar payments of taxes to the extent such taxes were paid by or on behalf of Respondents prior to the Effective Date of Divestiture of the Phillips Woods Cross Refinery Assets;
45. any rail cars owned, leased or used by Respondents;
46. any system-wide software, databases, operations centers, know-how, patents, or intellectual property rights that are not unique to the Phillips Woods Cross Refinery Assets (except to the extent that patents, know-how, or intellectual property are required by this Order to be licensed on a non-exclusive basis);
47. company-wide contracts for goods and services received (except to the extent that any portion of any contract relating to the Phillips Woods Cross Refinery Assets can be assigned to the Commission-approved acquirer);
48. any litigation or rights to make claims against third parties arising prior to or after the Effective Date of Divestiture of the Phillips Woods Cross Refinery Assets that Respondents have or may have which are attributable to its ownership of the Phillips Woods Cross Refinery Assets prior to the Effective Date of Divestiture of the Phillips Woods Cross Refinery Assets; and
49. any property owned by third parties located at or used by the Phillips Woods Cross Refinery Assets.